

<b>FORM B1</b>		<b>United States Bankruptcy Court</b> <b>Northern District of Illinois</b>		<b>Voluntary Petition</b>																	
Name of Debtor (if individual, enter Last, First, Middle): <b>A440 Music Group, LLC</b>			Name of Joint Debtor (Spouse) (Last, First, Middle):																		
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names):			All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):																		
Last four digits of Soc. Sec. No. / Complete EIN or other Tax I.D. No. (if more than one, state all): <b>36-4446527</b>			Last four digits of Soc. Sec. No. / Complete EIN or other Tax I.D. No. (if more than one, state all):																		
Street Address of Debtor (No. & Street, City, State & Zip Code): <b>1000 Monroe St.</b> <b>Chicago, IL 60607</b>			Street Address of Joint Debtor (No. & Street, City, State & Zip Code):																		
County of Residence or of the Principal Place of Business: <b>Cook</b>			County of Residence or of the Principal Place of Business:																		
Mailing Address of Debtor (if different from street address):			Mailing Address of Joint Debtor (if different from street address):																		
Location of Principal Assets of Business Debtor <b>923 Monroe</b> (if different from street address above): <b>River Forest, IL 60305</b>																					
<b>Information Regarding the Debtor (Check the Applicable Boxes)</b>																					
<b>Venue</b> (Check any applicable box) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.																					
<b>Type of Debtor</b> (Check all boxes that apply) <input type="checkbox"/> Individual(s) <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Other _____			<b>Chapter or Section of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box) <input checked="" type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding																		
<b>Nature of Debts</b> (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business			<b>Filing Fee</b> (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only.) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.																		
<b>Chapter 11 Small Business</b> (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)			<b>*** SCOTT R. CLAR 06183741 ***</b>																		
<b>Statistical/Administrative Information</b> (Estimates only) <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY																
Estimated Number of Creditors																					
Estimated Assets																					
Estimated Debts																					
<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 12.5%;">\$0 to \$50,000</td> <td style="width: 12.5%;">\$50,001 to \$100,000</td> <td style="width: 12.5%;">\$100,001 to \$500,000</td> <td style="width: 12.5%;">\$500,001 to \$1 million</td> <td style="width: 12.5%;">\$1,000,001 to \$10 million</td> <td style="width: 12.5%;">\$10,000,001 to \$50 million</td> <td style="width: 12.5%;">\$50,000,001 to \$100 million</td> <td style="width: 12.5%;">More than \$100 million</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>					\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million														
<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>														
<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 12.5%;">\$0 to \$50,000</td> <td style="width: 12.5%;">\$50,001 to \$100,000</td> <td style="width: 12.5%;">\$100,001 to \$500,000</td> <td style="width: 12.5%;">\$500,001 to \$1 million</td> <td style="width: 12.5%;">\$1,000,001 to \$10 million</td> <td style="width: 12.5%;">\$10,000,001 to \$50 million</td> <td style="width: 12.5%;">\$50,000,001 to \$100 million</td> <td style="width: 12.5%;">More than \$100 million</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>					\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million														
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>														

Voluntary Petition (This page must be completed and filed in every case)		Document Page 2 of 45 A440 Music Group, LLC		FORM B1, Page 2	
<b>Prior Bankruptcy Case Filed Within Last 6 Years</b> (If more than one, attach additional sheet)					
Location Where Filed: <b>- None -</b>		Case Number:		Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet)					
Name of Debtor: <b>- None -</b>		Case Number:		Date Filed:	
District:		Relationship:		Judge:	
<b>Signatures</b>					
<b>Signature(s) of Debtor(s) (Individual/Joint)</b> I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.			<b>Exhibit A</b> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		
<b>X</b> _____ Signature of Debtor			<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.		
<b>X</b> _____ Signature of Joint Debtor			<b>X</b> _____ Signature of Attorney for Debtor(s)                      Date		
_____ Telephone Number (If not represented by attorney)			<b>Exhibit C</b> Does the debtor own or have possession of any property that poses a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No		
_____ Date			<b>Signature of Non-Attorney Petition Preparer</b> I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.		
<b>Signature of Attorney</b> <b>X</b> <u>/s/ SCOTT R. CLAR</u> Signature of Attorney for Debtor(s) <b>SCOTT R. CLAR 06183741</b> Printed Name of Attorney for Debtor(s) <b>Crane, Heyman, Simon, Welch &amp; Clar</b> Firm Name <b>Suite 3705</b> <b>135 South LaSalle Street</b> <b>Chicago, IL 60603-4297</b> Address <b>312-641-6777</b> Telephone Number <b>June 23, 2005</b> Date			_____ Printed Name of Bankruptcy Petition Preparer  _____ Social Security Number (Required by 11 U.S.C. § 110(c).)  _____ Address  Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:   If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.		
<b>Signature of Debtor (Corporation/Partnership)</b> I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.			<b>X</b> _____ Signature of Bankruptcy Petition Preparer  _____ Date  A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.		
<b>X</b> <u>/s/ Suzanne LeClair</u> Signature of Authorized Individual <b>Suzanne LeClair</b> Printed Name of Authorized Individual <b>Executive Vice President</b> Title of Authorized Individual <b>June 23, 2005</b> Date					

**United States Bankruptcy Court**  
**Northern District of Illinois**

In re **A440 Music Group, LLC**,  
Debtor

Case No. \_\_\_\_\_

Chapter **7**

**SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts from Schedules D, E, and F to determine the total amount of the debtor's liabilities.

			AMOUNTS SCHEDULED		
NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	<b>Yes</b>	<b>1</b>	<b>0.00</b>		
B - Personal Property	<b>Yes</b>	<b>4</b>	<b>251,182.00</b>		
C - Property Claimed as Exempt	<b>No</b>	<b>0</b>			
D - Creditors Holding Secured Claims	<b>Yes</b>	<b>1</b>		<b>0.00</b>	
E - Creditors Holding Unsecured Priority Claims	<b>Yes</b>	<b>2</b>		<b>0.00</b>	
F - Creditors Holding Unsecured Nonpriority Claims	<b>Yes</b>	<b>16</b>		<b>1,585,780.18</b>	
G - Executory Contracts and Unexpired Leases	<b>Yes</b>	<b>1</b>			
H - Codebtors	<b>Yes</b>	<b>1</b>			
I - Current Income of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
J - Current Expenditures of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
Total Number of Sheets of ALL Schedules		<b>26</b>			
Total Assets			<b>251,182.00</b>		
Total Liabilities				<b>1,585,780.18</b>	

In re **A440 Music Group, LLC**, Case No. \_\_\_\_\_  
Debtor

## SCHEDULE A. REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. (See Schedule D.) If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
--------------------------------------	---	------------------------------------	---	-------------------------

**None**

Sub-Total >	<b>0.00</b>	(Total of this page)
Total >	<b>0.00</b>	

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re **A440 Music Group, LLC**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE B. PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property."

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		M.B. Financial Bank N.A. 6111 North Rd., Rosemont IL 60018, Ckg A/C #50000008014	-	6,000.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			

Sub-Total > **6,000.00**  
(Total of this page)

3 continuation sheets attached to the Schedule of Personal Property

In re **A440 Music Group, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE B. PERSONAL PROPERTY**  
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
10. Annuities. Itemize and name each issuer.	<b>X</b>			
11. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Itemize.	<b>X</b>			
12. Stock and interests in incorporated and unincorporated businesses. Itemize.	<b>X</b>			
13. Interests in partnerships or joint ventures. Itemize.	<b>X</b>			
14. Government and corporate bonds and other negotiable and nonnegotiable instruments.	<b>X</b>			
15. Accounts receivable.		<b>Ryko Dist. Rep. Sales</b> <b>55 W. 25th St., New York, NY 10001 5th Fl., Est. on</b> <b>reserve \$353,000 against an estimated \$200,000 in</b> <b>returns leaves an estimated \$143,000 in accounts</b> <b>receivable.</b>	-	<b>143,000.00</b>
16. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	<b>X</b>			
17. Other liquidated debts owing debtor including tax refunds. Give particulars.	<b>X</b>			
18. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule of Real Property.	<b>X</b>			
19. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	<b>X</b>			

Sub-Total > **143,000.00**  
(Total of this page)

Sheet 1 of 3 continuation sheets attached  
to the Schedule of Personal Property

In re **A440 Music Group, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE B. PERSONAL PROPERTY**  
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
20. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	<b>X</b>			
21. Patents, copyrights, and other intellectual property. Give particulars.	<b>X</b>			
22. Licenses, franchises, and other general intangibles. Give particulars.	<b>X</b>			
23. Automobiles, trucks, trailers, and other vehicles and accessories.	<b>X</b>			
24. Boats, motors, and accessories.	<b>X</b>			
25. Aircraft and accessories.	<b>X</b>			
26. Office equipment, furnishings, and supplies.	<b>X</b>			
27. Machinery, fixtures, equipment, and supplies used in business.	<b>X</b>			
28. Inventory.		<b>Masters</b>		
		1. Alan Broadbent: \$2,000; 2. Brian Bromberg: \$10,000; 3. Chic: \$2,000; 4. Everette Harp: \$20,000; 5. Gary Meek \$2,000; 6. Turning Point \$2,000; 7. Barbara Sfraga: \$ 1,000; 8. Michael Manson: \$20,000; 9. Frank Catalano \$5,000; 10. Nelson Rangell \$5,000; and, 11. Henry Johnsen \$2,000; Sub Total: \$71,000	-	<b>102,182.00</b>
		<b>Product Inventory: 31,182 units @ \$1. per unit: \$31,182</b>		
29. Animals.	<b>X</b>			
30. Crops - growing or harvested. Give particulars.	<b>X</b>			

Sub-Total > **102,182.00**  
(Total of this page)

Sheet 2 of 3 continuation sheets attached  
to the Schedule of Personal Property

In re **A440 Music Group, LLC**, Case No. \_\_\_\_\_  
Debtor

**SCHEDULE B. PERSONAL PROPERTY**  
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
31. Farming equipment and implements.	<b>X</b>			
32. Farm supplies, chemicals, and feed.	<b>X</b>			
33. Other personal property of any kind not already listed.	<b>X</b>			

Sheet **3** of **3** continuation sheets attached  
to the Schedule of Personal Property

Sub-Total >	<b>0.00</b>
(Total of this page)	
Total >	<b>251,182.00</b>

(Report also on Summary of Schedules)



Form B6D  
(12/03)

In re **A440 Music Group, LLC**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests. List creditors in alphabetical order to the extent practicable. If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D, N A T U R E O F L I E N, A N D D E S C R I P T I O N A N D M A R K E T V A L U E O F P R O P E R T Y S U B J E C T T O L I E N	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M W I T H O U T D E D U C T I N G V A L U E O F C O L L A T E R A L	U N S E C U R E D P O R T I O N I F A N Y
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Subtotal (Total of this page)								
Total (Report on Summary of Schedules)							<b>0.00</b>	

0 continuation sheets attached

In re **A440 Music Group, LLC**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE E. CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether husband, wife, both of them or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotal" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Repeat this total also on the Summary of Schedules.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

**TYPES OF PRIORITY CLAIMS** (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.)

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(2).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$4,925\* per person earned within 90 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507 (a)(3).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$4,925\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(5).

☐ **Deposits by individuals**

Claims of individuals up to \$2,225\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(6).

☐ **Alimony, Maintenance, or Support**

Claims of a spouse, former spouse, or child of the debtor for alimony, maintenance, or support, to the extent provided in 11 U.S.C. § 507(a)(7).

☒ **Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C § 507(a)(8).

☐ **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

\*Amounts are subject to adjustment on April 1, 2007, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

1 continuation sheets attached

Form B6E - Cont.  
(04/04)

In re **A440 Music Group, LLC**,  
Debtor

Case No. \_\_\_\_\_

**SCHEDULE E. CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
(Continuation Sheet)

**Taxes and Certain Other Debts  
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	TOTAL AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM					
Account No. <b>3266-1886</b>			<b>Alt Id# 364446527000</b>					
<b>Illinois Department of Revenue Linda Harris - Special Programs P.O. Box 64300 Chicago, IL 60664-0300</b>		-					<b>Unknown</b>	<b>Unknown</b>
Account No.								
Account No.								
Account No.								
Account No.								

Sheet **1** of **1** continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal  
(Total of this page)

**0.00**

Total  
(Report on Summary of Schedules)

**0.00**

Form B6F  
(12/03)

In re **A440 Music Group, LLC**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  <b>All About Jazz</b> <b>1546 Camden Place</b> <b>Fullerton, CA 92883</b>		-				<b>550.00</b>
Account No.  <b>American Express</b> <b>P.O. Box 650448</b> <b>Dallas, TX 75265-0448</b>		-				<b>20,587.46</b>
Account No.  <b>American Express</b> <b>P.O. Box 650448</b> <b>Dallas, TX 75265</b>		-				<b>21,000.00</b>
Account No.  <b>Amex Business Finance</b> <b>P.O. Box 660631</b> <b>Dallas, TX 75266-0631</b>		-				<b>200.00</b>
Subtotal (Total of this page)						<b>42,337.46</b>

15 continuation sheets attached

Form B6F - Cont.  
(12/03)

In re **A440 Music Group, LLC**, Case No. \_\_\_\_\_  
Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
<b>Andy's Music</b> <b>3204 N.Oakley</b> <b>Chicago, IL 60618</b>	-					<b>47.00</b>
Account No.						
<b>AT&amp;T Long Distance</b> <b>P.O. Box 9001309</b> <b>Louisville, KY 40290-1309</b>	-					<b>441.65</b>
Account No.						
<b>BMG Music, Inc.</b> <b>1540 Broadway</b> <b>New York, NY 10036</b>	-					<b>1,100.00</b>
Account No.						
<b>BMG Special Products</b> <b>1540 Broadway</b> <b>New York, NY 10036-4098</b>	-					<b>3,800.00</b>
Account No.						
<b>Brian Soergel</b> <b>9020 228th St. SW</b> <b>Edmonds, WA 98026</b>	-					<b>250.00</b>
Sheet no. <u>1</u> of <u>15</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						<b>5,638.65</b>

Form B6F - Cont.  
(12/03)

In re **A440 Music Group, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
<b>Brinks</b> <b>P.O. Box 96077</b> <b>Charlotte, NC 28296-0077</b>	-					<b>63.98</b>
Account No.						
<b>Carl Griffin</b> <b>56 Bellevue Terrace</b> <b>Bloomfield, NJ 07003</b>	-					<b>19,692.16</b>
Account No.						
<b>Carmichael Properties</b> <b>1040 West Monroe St.</b> <b>Chicago, IL 60607</b>	-					<b>14,000.00</b>
Account No.						
<b>Center Stage TV</b> <b>3720 Canton St., Ste. 103</b> <b>Dallas, TX 75226</b>	-					<b>127.50</b>
Account No.						
<b>Chariot Express Messenger Service</b> <b>P.O. Box 8417</b> <b>Chicago, IL 60680-8417</b>	-					<b>74.95</b>
Sheet no. <b>2</b> of <b>15</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						<b>33,958.59</b>

Form B6F - Cont.  
(12/03)

In re **A440 Music Group, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
<b>Chicago Recording Co.</b> <b>232 E. Ohio</b> <b>Chicago, IL 60611</b>	-						<b>1,205.76</b>
Account No.							
<b>ChicagoJazz.com</b> <b>P.O. Box 737</b> <b>Park Ridge, IL 60068</b>	-						<b>545.00</b>
Account No.							
<b>Cierracom Systems</b> <b>P.O. Box 22108</b> <b>Tulsa, OK 74182</b>	-						<b>291.46</b>
Account No.							
<b>Citi Aadvantage World Mastercard</b> <b>P.O. Box 6416</b> <b>The Lakes, NV 88901-6416</b>	-						<b>11,548.83</b>
Account No.							
<b>City of Chicago</b> <b>Department of Revenue</b> <b>P.O. Box 4956</b> <b>Chicago, IL 60680</b>	-						<b>100.00</b>
Sheet no. <b>3</b> of <b>15</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>13,691.05</b>

Form B6F - Cont.  
(12/03)

In re **A440 Music Group, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
<b>Coast to Coast Marketing Inc.</b> <b>6369 E. Tanque Verde Rd.</b> <b>Ste. 180</b> <b>Tucson, AZ 85715</b>	-			<b>X</b>			<b>1,000.00</b>
Account No.							
<b>Com Ed</b> <b>Bill Payment Center</b> <b>Chicago, IL 60668-0001</b>	-						<b>140.99</b>
Account No.							
<b>Daniel J. Kipp</b> <b>Kipp/Reece &amp; Co.</b> <b>360 N. Michigan Ave, Ste. 906</b> <b>Chicago, IL 60601</b>	-						<b>35,000.00</b>
Account No.							
<b>David Slania</b> <b>2807 St. James Street</b> <b>Rolling Meadows, IL 60008</b>	-						<b>1,007.52</b>
Account No.							
<b>Denon Digital</b> <b>1380 Monticello Rd.</b> <b>Madison, GA 30650</b>	-						<b>19,000.00</b>
Sheet no. <b>4</b> of <b>15</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>56,148.51</b>



Form B6F - Cont.  
(12/03)

In re **A440 Music Group, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
<b>Down Beat</b> <b>102 N. Haven Rd.</b> <b>Elmhurst, IL 60126</b>		-					<b>1,785.00</b>
Account No.							
<b>Edel Records GMBH</b> <b>Nuemulen 17</b> <b>22763 Hamburg</b>		-					<b>44.51</b>
Account No.							
<b>Federal Express</b> <b>P.O. Box 94515</b> <b>Palatine, IL 60094-4515</b>		-					<b>16.48</b>
Account No.							
<b>Future Marketing Group</b> <b>P.O. Box 22714</b> <b>Lexington, KY 40522</b>		-					<b>1,900.00</b>
Account No.							
<b>G Ruffner Page Jr.</b> <b>2900 Highway 280</b> <b>Ste. 300</b> <b>Birmingham, AL 35243</b>		-					<b>819,000.00</b>
Sheet no. <u>5</u> of <u>15</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>822,745.99</b>

Form B6F - Cont.  
(12/03)

In re **A440 Music Group, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
<b>Hancock Music</b> <b>%Gelfand, Rennert &amp; Feldman</b> <b>Los Angeles, CA 90067</b>	-						<b>251.37</b>
Account No.							
<b>Harry Fox Agency, Inc.</b> <b>711 3rd Ave.</b> <b>New York, NY 10017</b>	-						<b>26,615.37</b>
Account No.							
<b>Heather Blanton</b> <b>310 Plaza</b> <b>Atlantic Beach, FL 32233</b>	-						<b>1,070.00</b>
Account No.							
<b>Ice Mountain</b> <b>P.O. Box 52214</b> <b>Phoenix, AZ 85072-2214</b>	-						<b>135.83</b>
Account No.							
<b>Jaco Pastorius Inc.</b> <b>P.O. Box 361464</b> <b>Melbourne, FL 32936-1464</b>	-						<b>1,715.49</b>
Sheet no. <u>6</u> of <u>15</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>29,788.06</b>

Form B6F - Cont.  
(12/03)

In re **A440 Music Group, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
<b>Jazziz Magazine</b> <b>2650 N. Military Trail</b> <b>Suite 140</b> <b>Boca Raton, FL 33431</b>	-						<b>1,500.00</b>
Account No.							
<b>Jobete Music Co/emi music corp.dept</b> <b>EMI Group PLC</b> <b>27 Wright Lane</b> <b>London w8 5sw</b>	-						<b>1,052.02</b>
Account No.							
<b>Jonathon V. Diamond</b> <b>374 W. 11th St. #7</b> <b>New York, NY 10014</b>	-						<b>70,000.00</b>
Account No.							
<b>Just Jazz Guitar</b> <b>P.O. Box 76053</b> <b>Atlanta, GA 30358</b>	-						<b>255.00</b>
Account No.							
<b>Kent Anderson</b> <b>1870 Burton Lane</b> <b>Park Ridge, IL 60068</b>	-						<b>21,000.00</b>
Sheet no. <u>7</u> of <u>15</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>93,807.02</b>

Form B6F - Cont.  
(12/03)

In re **A440 Music Group, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
<b>Kinkos</b> <b>Customer Admin Services</b> <b>P.O. Box 672085</b> <b>75267-2085</b>	-						<b>965.35</b>
Account No.							
<b>Dave Kochansky</b> <b>4626 Norwich Ave.</b> <b>Sherman Oaks, CA 91403</b>	-						<b>1,759.39</b>
Account No.							
<b>Laura Sanano</b> <b>7668 El Camino Real</b> <b>Ste. 104</b> <b>Carlsbad, CA 92009</b>	-						<b>2,500.00</b>
Account No.							
<b>Suzanne LeClair</b> <b>2917 Roslyn Trail</b> <b>Long Beach, IN 46360</b>	-						<b>28,337.83</b>
Account No.							
<b>Leo Sances</b> <b>1860 Burton Lane</b> <b>Park Ridge, IL 60068</b>	-						<b>900.00</b>
Sheet no. <b>8</b> of <b>15</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>34,462.57</b>

Form B6F - Cont.  
(12/03)

In re **A440 Music Group, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
<b>Master Card/Citi Card</b> <b>Citi Cards P.O. Box 688916</b> <b>Des Moines, IA 50368</b>	-					<b>14,914.17</b>
Account No.						
<b>McArthur Photography</b> <b>1900 W. Kinzie</b> <b>Chicago, IL 60622</b>	-					<b>2,500.00</b>
Account No.						
<b>MFO Studios, Inc.</b> <b>790 W. Frontage Rd.</b> <b>Suite 525</b> <b>Winnetka, IL 60093</b>	-					<b>1,000.00</b>
Account No.						
<b>Michael Bloom</b> <b>P.O. Box 41380</b> <b>Los Angeles, CA 90041-0380</b>	-					<b>5,365.04</b>
Account No.						
<b>Montage Communications Group</b> <b>5250 Grand Ave, Ste. 14/11</b> <b>Gurnee, IL 60031</b>	-					<b>1,960.00</b>
Sheet no. <b>9</b> of <b>15</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						<b>25,739.21</b>

Form B6F - Cont.  
(12/03)

In re **A440 Music Group, LLC**, Case No. \_\_\_\_\_  
Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
<b>National Photo Imaging</b> <b>114 W. Illinois</b> <b>Chicago, IL 60610</b>	-						<b>451.00</b>
Account No.							
<b>New World N. Jazz</b> <b>P.O. Box 194</b> <b>Fairfax, CA 94978</b>	-						<b>1,150.00</b>
Account No.							
<b>Oasis Mastering</b> <b>11335 Ventura Blvd.</b> <b>Studio City, CA 91604</b>	-						<b>4,538.98</b>
Account No.							
<b>Pace Communications</b> <b>P.O. Box 60014</b> <b>Charlotte, NC 28260</b>	-						<b>1,000.00</b>
Account No.							
<b>Patricia Vogt</b> <b>2444 N. Greenview</b> <b>Chicago, IL 60614</b>	-						<b>3,500.00</b>
Sheet no. <u>10</u> of <u>15</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>10,639.98</b>

Form B6F - Cont.  
(12/03)

In re **A440 Music Group, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
Paul Simon Music 1619 Broadway Suite 500 New York, NY 10019	-						397.14
Account No.							
Peoples Energy Chicago, IL 60687-0001	-						156.09
Account No.							
Photo Graphic Specialties 1718 Washington Ave. Minneapolis, MN 55411	-						176.40
Account No.							
Pitney Bowes, Inc. P.O. Box 856390 Louisville, KY 40285-6390	-						563.07
Account No.							
Presslaff Interactive Revenue 21250 Hawthorne Blvd., #545 Torrance, CA 90503	-						2,025.00
Sheet no. <u>11</u> of <u>15</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							3,317.70

Form B6F - Cont.  
(12/03)

In re **A440 Music Group, LLC**, Case No. \_\_\_\_\_  
Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
<b>Quill</b> <b>P.O. Box 94081</b> <b>Palatine, IL 60094-4081</b>	-						<b>241.64</b>
Account No.							
<b>R &amp; B Group, Inc.</b> <b>16 N. Peoria Street</b> <b>Chicago, IL 60607</b>	-						<b>15,803.70</b>
Account No.							
<b>Rodriguez &amp; Ricci, LLC</b> <b>82 E. Allendale Rd.</b> <b>Suite</b> <b>Saddle River, NJ 07458</b>	-						<b>15,754.72</b>
Account No.							
<b>Ross Ellis Media Packaging</b> <b>8550 Balboa Blvd.</b> <b>Suite 200</b> <b>Northridge, CA 91325</b>	-						<b>14,305.30</b>
Account No.							
<b>Ryko Distributor/Rep Sales Inc.</b> <b>55 W. 25th St.</b> <b>New York, NY 10001</b>	-						<b>151,114.58</b>
Sheet no. <u>12</u> of <u>15</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>197,219.94</b>



Form B6F - Cont.  
(12/03)

In re **A440 Music Group, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
<b>SBC-Ameritech</b> <b>Bill Payment Center</b> <b>Saginaw, MI 48663-0003</b>	-						<b>548.86</b>
Account No.							
<b>Scheffel Music Corp.</b> <b>c/o Doug Holmen @Carnegie House</b> <b>100 W. 57th St.</b> <b>New York, NY 10019</b>	-						<b>354.81</b>
Account No.							
<b>Scott Gordon Horewitch &amp; Pidgeion</b> <b>601 Skokie Blvd., Ste. 1A</b> <b>Northbrook, IL 60062-2822</b>	-						<b>1,000.00</b>
Account No.							
<b>Smooth Jazz News</b> <b>5858 Mt. Alifan Dr.</b> <b>Suite 205</b> <b>San Diego, CA 92111</b>	-						<b>1,255.00</b>
Account No.							
<b>Sony Disc Manufacturing</b> <b>File # 99460</b> <b>Chicago, IL 60693-9460</b>	-						<b>53,708.11</b>
Sheet no. <u>13</u> of <u>15</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>56,866.78</b>

Form B6F - Cont.  
(12/03)

In re **A440 Music Group, LLC**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
<b>Special Rider Music</b> <b>P.O. Box 86</b> <b>Cooper Station</b> <b>New York, NY 10276</b>	-						<b>69.00</b>
Account No.							
<b>Stephen Kuhn</b> <b>301 Hunters Run</b> <b>Dobbs Ferry, NY 10522-3411</b>	-						<b>27.16</b>
Account No.							
<b>Sterling Sound</b> <b>88 Tenth Ave.</b> <b>New York, NY 10011</b>	-						<b>50.00</b>
Account No.							
<b>Steve Kramer</b> <b>2746 Langley Circle</b> <b>Glenview, IL 60025</b>	-						<b>24,360.00</b>
Account No.							
<b>U.S. Trademark Protection Agency</b> <b>P.O. Box 94368</b> <b>Seattle, WA 98124-6668</b>	-						<b>395.00</b>
Sheet no. <u>14</u> of <u>15</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>24,901.16</b>

Form B6F - Cont.  
(12/03)

In re **A440 Music Group, LLC**, Case No. \_\_\_\_\_  
Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
Account No.								
Universal Music & Vidio Dist. 9999 W. 121st St. Fishers, IN 46038		-					134,192.00	
Account No.								
UPS Lockbox 577 Carol Stream, IL 60132-0577		-					281.00	
Account No.								
Westbury Music Ltd. 2 Turnstall Rd, Suite B London sw 98 da		-					44.51	
Account No.								
Account No.								
Sheet no. <u>15</u> of <u>15</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	134,517.51
							Total (Report on Summary of Schedules)	1,585,780.18

In re **A440 Music Group, LLC**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE G. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described.

NOTE: A party listed on this schedule will not receive notice of the filing of this case unless the party is also scheduled in the appropriate schedule of creditors.

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
<b>Alan Broadbent</b> 1-2-3 Otowa Bunkyo-Ku, Tokyo 112-0013 Japan	<b>Alan Broadbent/Kin Records Co. Limited</b> Licensor date: 8/21/04
<b>Barbara Sfraga</b> 1441A Fifth Ave. New York, NY 10035	Artist Contract dated Jan. 4, 2003
<b>Brian Bromberg</b> % White Productions 292 S. LaCienega Blvd #302 Beverly Hills, CA 90211	Artist Contract dated: April 1, 2002
<b>Carl Griffin</b> 46 Bellevue Terrace Bloomfield, NJ 07003	Employment Contract from June 2005 through August 2006 - \$67,692.16
<b>Carmichael Properties</b> 1040 W. Monroe St. Chicago, IL 60607	Commercial Lease from April 1, 2004 - \$5,000 per month
<b>Chic Freaks and More Treats</b> Vid. Arts Mus. Inc.-Attn: H. Ebine 4-9-9 Akasaka, Minato-Ku MK Bldg. Toyko 107-0052 Japan	Compilation CD license dated May 5, 2003
<b>Everette Harp</b> 25105 W. Southwind Court Stevenson Ranch, CA 91381	Artist Contract dated December 12, 2002
<b>Frank Catalano</b>	
<b>Gary Meek</b> 1157 Bright Glen Circle Westlake Village, CA 91361	Artist Contract dated January 6, 2002
<b>Michael Manson Music Productions</b> 320 Abbott St. Chicago Heights, IL 60411	Artist Contract - Dated: April 1, 2002
<b>Turning Point LLC</b> 3950 W. Golden Keys Way Chandler, AZ 85226	Artist Contract dated: October 2, 2002

In re A440 Music Group, LLC,  
Debtor

Case No. \_\_\_\_\_

## SCHEDULE H. CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. In community property states, a married debtor not filing a joint case should report the name and address of the nondebtor spouse on this schedule. Include all names used by the nondebtor spouse during the six years immediately preceding the commencement of this case.

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
------------------------------	------------------------------

0 continuation sheets attached to Schedule of Codebtors

**United States Bankruptcy Court  
Northern District of Illinois**

In re **A440 Music Group, LLC**

Debtor(s)

Case No.

Chapter

**7**

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the Executive Vice President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **27** sheets *[total shown on summary page plus 1]*, and that they are true and correct to the best of my knowledge, information, and belief.

Date **June 23, 2005**

Signature **/s/ Suzanne LeClair**

**Suzanne LeClair**

**Executive Vice President**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

Form 7  
(12/03)

**United States Bankruptcy Court  
Northern District of Illinois**

In re **A440 Music Group, LLC**

Debtor(s)

Case No.

Chapter

**7**

**STATEMENT OF FINANCIAL AFFAIRS**

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs.

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

**DEFINITIONS**

**"In business."** A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within the six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed.

**"Insider."** The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

**1. Income from employment or operation of business**

- None ☐ State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE (if more than one)
<b>\$1,360,346.22</b>	<b>2003 Income</b>
<b>\$1,182,567.53</b>	<b>2004 Income</b>
<b>\$63,500.00</b>	<b>YTD 2005 - approximately</b>

**2. Income other than from employment or operation of business**

- None ☐ State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
<b>\$8,000.00</b>	<b>Bob Baldwin - Master Purchase</b>
<b>\$7,500.00</b>	<b>Bona Fide/Heads Up - Master Purchase</b>
<b>\$5,000.00</b>	<b>Richard Smith Master Purchase</b>

AMOUNT  
\$25,000.00

SOURCE  
Jackie Allen Master Purchase (Men In My Life)  
(1/2 went to Rodriguez & Ricci, LLC (Attorneys))

\$10,000.00

Jackie Allen Master Purchase (Love is Blue)  
1/2 went to Rodriguez & Ricci LLC (attorneys)

### 3. Payments to creditors

- None  
☐ a. List all payments on loans, installment purchases of goods or services, and other debts, aggregating more than \$600 to any creditor, made within **90 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR <b>SEE ATTACHMENT</b>	DATES OF PAYMENTS	AMOUNT PAID <b>\$85,882.98</b>	AMOUNT STILL OWING <b>\$0.00</b>
<b>Payroll</b>		<b>\$58,273.01</b>	<b>\$0.00</b>

- None  
☐ b. List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
--	-----------------	-------------	-----------------------

### 4. Suits and administrative proceedings, executions, garnishments and attachments

- None  
☐ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
<b>Denon Digital Industry vs. A440 LLC, Claim #05M1111535</b>	<b>Collection</b>	<b>Circuit Court of Cook County</b>	<b>Pending</b>

- None  
☐ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
---	-----------------	--------------------------------------

### 5. Repossessions, foreclosures and returns

- None  
☐ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
---	--	--------------------------------------



## 6. Assignments and receiverships

- None ☐ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
------------------------------	--------------------	-----------------------------------

- None ☐ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
-------------------------------	---	---------------	-----------------------------------

## 7. Gifts

- None ☐ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
--	--------------------------------	--------------	-------------------------------

## 8. Losses

- None ☐ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
-----------------------------------	--	--------------

## 9. Payments related to debt counseling or bankruptcy

- None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Crane, Heyman, Simon, Welch & Clar 135 S. LaSalle Street Suite 3705 Chicago, IL 60603	May 2005	\$5,000.00 plus \$209.00 for court filing fees

## 10. Other transfers

- None ☐ List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
--	------	--

### 11. Closed financial accounts

None ☐ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
---------------------------------	--	------------------------------------

### 12. Safe deposit boxes

None ☐ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
--	---	-------------------------	---------------------------------------

### 13. Setoffs

None ☐ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
------------------------------	----------------	------------------

### 14. Property held for another person

None ☐ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
---------------------------	-----------------------------------	----------------------

### 15. Prior address of debtor

None ☐ If the debtor has moved within the **two years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
---------	-----------	--------------------

### 16. Spouses and Former Spouses

None ☐ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the **six-year period** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

# 17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None ☐ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	---------------------------------------	----------------	-------------------

- None ☐ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	---------------------------------------	----------------	-------------------

- None ☐ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
---------------------------------------	---------------	-----------------------

# 18. Nature, location and name of business

- None ☐ a. If the debtor is an individual, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partnership, sole proprietorship, or was a self-employed professional within the **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within the **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within the **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within the **six years** immediately preceding the commencement of this case.

NAME	TAXPAYER I.D. NO. (EIN)	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
------	-------------------------	---------	--------------------	----------------------------

- None ☐ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
------	---------

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within the **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or otherwise self-employed.

(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within the six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

**19. Books, records and financial statements**

- None ☐ a. List all bookkeepers and accountants who within the **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS  
**Bill Shaddox**  
**Rexford Business Services**  
**3930 N. Pinegrove**  
**Chicago, IL 60613**

DATES SERVICES RENDERED  
**January 2002 through April 2005**

- None ☒ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME ADDRESS DATES SERVICES RENDERED

- None ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME ADDRESS  
**Suzanne LeClair** **2917 Roslyn Trail**  
**Long Beach, IN 46360**

- None ☒ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued within the **two years** immediately preceding the commencement of this case by the debtor.

NAME AND ADDRESS DATE ISSUED

**20. Inventories**

- None ☐ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
<b>April 13, 2005</b>	<b>Suzanne LeClair</b>	<b>\$102,182</b>

- None ☐ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
<b>April 13, 2005</b>	<b>Ryko Distributors/Rep Sales Inc.</b> <b>55 W. 25th St.</b> <b>New York, NY 10001</b>

**21. Current Partners, Officers, Directors and Shareholders**

- None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
------------------	--------------------	------------------------

- None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
<b>G. Ruffner Page Jr.</b>	<b>Investor</b>	<b>50%</b>
<b>Daniel J. Kipp</b>	<b>Investor</b>	<b>50%</b>

**22 . Former partners, officers, directors and shareholders**

- None ☐ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
------	---------	--------------------

- None ☐ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
<b>Kent Anderson</b>	<b>President</b>	<b>July 2004</b>

**23 . Withdrawals from a partnership or distributions by a corporation**

- None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
<b>Jonathon V. Diamond</b> <b>374 W. 11th St., #7</b> <b>New York, NY 10014</b> <b>Chairman</b>	<b>Payment January 2004 to October 2004 - Salary</b>	<b>\$9,167 monthly</b>
<b>Suzanne LeClair</b> <b>2917 Roslyn Trail</b> <b>Long Beach, IN 46360</b>		<b>\$110,000 - Annual Salary</b>
<b>Kent Anderson</b> <b>1870 Burton Lane</b> <b>Park Ridge, IL 60068</b>		<b>\$110,000 Annual Salary</b>

**24. Tax Consolidation Group.**

- None ☐ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within the **six-year period** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER
----------------------------	--------------------------------

**25. Pension Funds.**

- None ☐ If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within the **six-year period** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER
----------------------	--------------------------------

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date June 23, 2005

Signature /s/ Suzanne LeClair  
**Suzanne LeClair**  
**Executive Vice President**

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

*Penalty for making a false statement:* Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

### 3. Payment to creditors

Check #	Date	Payable	Amount
3247	3/2/05	Fed ex	\$ 95.59
3248	3/2/05	Steven Graybow	\$ 250.00
3249	3/1/05	A440	\$ 32.18
3250	3/3/05	cierra com	\$ 327.68
3251	3/3/05	sbc	\$ 283. 72
3252	3/3/05	ups	\$ 192. 39
3253	3/3/05	Rexford Business Services	\$1,040.00
3254	3/10/05	Gordon Horowitz Pidgeron	\$2,000.00
3255	3/14/05	Gerey Johnson	\$2,000.00
3256	3/14/05	Coakes Design	\$2,900.00
3257	3/18/05	City Sketches	\$12,500.00
3258	3/18/05	Tim Camponeschi	\$16,000.00
3259	3/21/05	Carl Griffin	\$3,000.00
3260	3/21/05	Micheal Manson	\$16,666.66
3261	3/21/05	Blue Cross Blue Shield	\$ 1,399.80
3262	3/21/05	Coco Pazzo	\$ 205.00
3263	3/21/05	Carl Griffin	\$ 397.04
3264	3/21/05	Pat Vogt	\$ 2,366.64
3265	3/21/05	Coakes' Design	\$ 3,500.00
3266	4/18/05	Healthcare Services	\$ 1,399.80
3267	4/18/05	Citi Advantage	\$ 340.00
3268	4/18/05	Bill Giardini	\$ 291.08
3269	4/18/05	Reza Khazeni	\$ 340.00
3270	4/19/05	Carl Griffin	\$ 4,574.20
3271	4/19/05	Holly Allen	\$ 400.00
3272	4/21/05	Rexford Business Services	\$ 1000.00
3273	4/2105	~~~~~	\$ 1665.00
3275	4/27/05	Holly Allen (void)	\$ 150.00
3275	4/27/05	Brian Kelleher	\$ 3,587.50
3276	5/10/05	Holly Allen	\$ 200.00
3277	5/5/05	Brian Kelleher	\$ 1,576.70
3278	5/28/05	Crane, Heyman, Simon, Welch & Clair	\$ 5,202.00

### ATTACHMENT TO STATEMENT OF AFFAIRS No. 3

**United States Bankruptcy Court**  
**Northern District of Illinois**

In re **A440 Music Group, LLC**

Debtor(s)

Case No.

Chapter

**7**

**DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)**

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept.....	\$	<b>5,000.00 plus 209.00 for filing fees</b>
Prior to the filing of this statement I have received.....	\$	<b>5,000.00 plus 209.00 for filing fees</b>
Balance Due.....	\$	<b>0.00</b>

2. The source of the compensation paid to me was:

☒ Debtor ☐ Other (specify):

3. The source of compensation to be paid to me is:

☒ Debtor ☐ Other (specify):

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:
- Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
  - Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
  - Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
  - [Other provisions as needed]

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

**CERTIFICATION**

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: \_\_\_\_\_

\_\_\_\_\_  
**SCOTT R. CLAR**  
**Crane, Heyman, Simon, Welch & Clar**  
**Suite 3705**  
**135 South LaSalle Street**  
**Chicago, IL 60603-4297**  
**312-641-6777**



**United States Bankruptcy Court  
Northern District of Illinois**

In re **A440 Music Group, LLC**

Debtor(s)

Case No.

Chapter

**7**

**VERIFICATION OF CREDITOR MATRIX**

Number of Creditors: **78**

The above-named Debtor(s) hereby verifies that the list of creditors is true and correct to the best of my (our) knowledge.

Date: **June 23, 2005**

**/s/ Suzanne LeClair**

**Suzanne LeClair/Executive Vice President**

Signer/Title

American Express  
P.O. Box 650448  
Dallas, TX 75265-0448

Carmichael Properties  
1040 West Monroe St.  
Chicago, IL 60607

Daniel J. `Kipp  
Kipp/Reece & Co.  
360 N. Michigan Ave, Ste. 906  
Chicago, IL 60601

American Express  
P.O. Box 650448  
Dallas, TX 75265

Center Stage TV  
3720 Canton St., Ste. 103  
Dallas, TX 75226

David Slania  
2807 St. James Street  
Rolling Meadows, IL 60008

Amex Business Finance  
P.O. Box 660631  
Dallas, TX 75266-0631

Chariot Express Messenger Service  
P.O. Box 8417  
Chicago, IL 60680-8417

Denon Digital  
1380 Monticello Rd.  
Madison, GA 30650

Andy's Music  
3204 N.Oakley  
Chicago, IL 60618

Chicago Recording Co.  
232 E. Ohio  
Chicago, IL 60611

Down Beat  
102 N. Haven Rd.  
Elmhurst, IL 60126

AT&T Long Distance  
P.O. Box 9001309  
Louisville, KY 40290-1309

ChicagoJazz.com  
P.O. Box 737  
Park Ridge, IL 60068

Edel Records GMBH  
Nuemulen 17  
22763 Hamburg

BMG Music, Inc.  
1540 Broadway  
New York, NY 10036

Cierracom Systems  
P.O. Box 22108  
Tulsa, OK 74182

Federal Express  
P.O. Box 94515  
Palatine, IL 60094-4515

BMG Special Products  
1540 Broadway  
New York, NY 10036-4098

Citi Aadvantage World Mastercard  
P.O. Box 6416  
The Lakes, NV 88901-6416

Future Marketing Group  
P.O. Box 22714  
Lexington, KY 40522

Brian Soergel  
9020 228th St. SW  
Edmonds, WA 98026

City of Chicago  
Department of Revenue  
P.O. Box 4956  
Chicago, IL 60680

G Ruffner Page Jr.  
2900 Highway 280  
Ste. 300  
Birmingham, AL 35243

Brinks  
P.O. Box 96077  
Charlotte, NC 28296-0077

Coast to Coast Marketing Inc.  
6369 E. Tanque Verde Rd.  
Ste. 180  
Tucson, AZ 85715

Hancock Music  
%Gelfand, Rennert & Feldman  
Los Angeles, CA 90067

Case 05-25040 Doc 1  
Harry Fox Agency, Inc.  
711 3rd Ave.  
New York, NY 10017

Doc 1

Filed 06/23/05 Entered 06/23/05 15:55:15  
Kinko's  
Customer Admin Services  
P.O. Box 672085  
75267-2085

Des Moines  
National Photo Imaging  
114 W. Illinois  
Chicago, IL 60610

Heather Blanton  
310 Plaza  
Atlantic Beach, FL 32233

Dave Kochansky  
4626 Norwich Ave.  
Sherman Oaks, CA 91403

New World N. Jazz  
P.O. Box 194  
Fairfax, CA 94978

Ice Mountain  
P.O. Box 52214  
Phoenix, AZ 85072-2214

Laura Sanano  
7668 El Camino Real  
Ste. 104  
Carlsbad, CA 92009

Oasis Mastering  
11335 Ventura Blvd.  
Studio City, CA 91604

Illinois Department of Revenue  
Linda Harris - Special Programs  
P.O. Box 64300  
Chicago, IL 60664-0300

Suzanne LeClair  
2917 Roslyn Trail  
Long Beach, IN 46360

Pace Communications  
P.O. Box 60014  
Charlotte, NC 28260

Jaco Pastorius Inc.  
P.O. Box 361464  
Melbourne, FL 32936-1464

Leo Sances  
1860 Burton Lane  
Park Ridge, IL 60068

Patricia Vogt  
2444 N. Greenvew  
Chicago, IL 60614

Jazziz Magazine  
2650 N. Military Trail  
Suite 140  
Boca Raton, FL 33431

Master Card/Citi Card  
Citi Cards P.O. Box 688916  
Des Moines, IA 50368

Paul Simon Music  
1619 Broadway  
Suite 500  
New York, NY 10019

Jobete Music Co/emi music corp.dept  
EMI Group PLC  
27 Wright Lane  
London w8 5sw

McArthur Photography  
1900 W. Kinzie  
Chicago, IL 60622

Peoples Energy  
Chicago, IL 60687-0001

Jonathon V. Diamond  
374 W. 11th St. #7  
New York, NY 10014

MFO Studios, Inc.  
790 W. Frontage Rd.  
Suite 525  
Winnetka, IL 60093

Photo Graphic Specialties  
1718 Washington Ave.  
Minneapolis, MN 55411

Just Jazz Guitar  
P.O. Box 76053  
Atlanta, GA 30358

Michael Bloom  
P.O. Box 41380  
Los Angeles, CA 90041-0380

Pitney Bowes, Inc.  
P.O. Box 856390  
Louisville, KY 40285-6390

Kent Anderson  
1870 Burton Lane  
Park Ridge, IL 60068

Montage Communications Group  
5250 Grand Ave, Ste. 14/111  
Gurnee, IL 60031

Presslaff Interactive Revenue  
21250 Hawthorne Blvd., #545  
Torrance, CA 90503

R & B Group, Inc.  
16 N. Peoria Street  
Chicago, IL 60607

Stephen Kuhn  
301 Hunters Run  
Dobbs Ferry, NY 10522-3411

Rodriguez & Ricci, LLC  
82 E. Allendale Rd.  
Suite  
Saddle River, NJ 07458

Sterling Sound  
88 Tenth Ave.  
New York, NY 10011

Ross Ellis Media Packaging  
8550 Balboa Blvd.  
Suite 200  
Northridge, CA 91325

Steve Kramer  
2746 Langley Circle  
Glenview, IL 60025

Ryko Distributor/Rep Sales Inc.  
55 W. 25th St.  
New York, NY 10001

U.S. Trademark Protection Agency  
P.O. Box 94368  
Seattle, WA 98124-6668

SBC-Ameritech  
Bill Payment Center  
Saginaw, MI 48663-0003

Universal Music & Vidio Dist.  
9999 W. 121st St.  
Fishers, IN 46038

Scheffel Music Corp.  
c/o Doug Holmen @Carnegie House  
100 W. 57th St.  
New York, NY 10019

UPS  
Lockbox 577  
Carol Stream, IL 60132-0577

Scott Gordon Horewitch & Pidgeion  
601 Skokie Blvd., Ste. 1A  
Northbrook, IL 60062-2822

Westbury Music Ltd.  
2 Turnstall Rd, Suite B  
London sw 98 da

Smooth Jazz News  
5858 Mt. Alifan Dr.  
Suite 205  
San Diego, CA 92111

Sony Disc Manufacturing  
File # 99460  
Chicago, IL 60693-9460

**United States Bankruptcy Court  
Northern District of Illinois**

In re **A440 Music Group, LLC**

Debtor(s)

Case No.

Chapter

**7**

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **A440 Music Group, LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

☐ None [*Check if applicable*]

**June 23, 2005**

Date

**/s/ SCOTT R. CLAR**

**SCOTT R. CLAR**

Signature of Attorney or Litigant  
Counsel for **A440 Music Group, LLC**

**Crane, Heyman, Simon, Welch & Clar**

**Suite 3705**

**135 South LaSalle Street**

**Chicago, IL 60603-4297**

**312-641-6777**